

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NEW YORK

Case number (if known)

Chapter

11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **AMPLE HILLS HOLDINGS, INC.**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **47-3932347**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**305 Nevins Street
Brooklyn, NY 11215**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Kings

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) **www.amplehills.com**

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor **AMPLE HILLS HOLDINGS, INC.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.2024

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	When	Case number
District	When	Case number

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See Schedule 1 (attached)	Relationship
District	When	Case number, if known

Debtor **AMPLE HILLS HOLDINGS, INC.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☒ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☒ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **AMPLE HILLS HOLDINGS, INC.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 15, 2020**
MM / DD / YYYY**X /s/ Phillip Brian David Smith**

Signature of authorized representative of debtor

Title **CEO****Phillip Brian David Smith**

Printed name

18. Signature of attorney**X /s/ Stephen B. Selbst**

Signature of attorney for debtor

Date **March 15, 2020**

MM / DD / YYYY

Stephen B. Selbst

Printed name

Herrick Feinstein LLP

Firm name

**Two Park Avenue
New York, NY 10016**

Number, Street, City, State & ZIP Code

Contact phone **212-592-1400**Email address **sselbst@herrick.com**

Bar number and State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Eastern District of New York (the "Court"). A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, under the case number assigned to the chapter 11 case of Ample Hills Holdings, Inc.

COMPANY	CASE NUMBER	DATE FILED	DISTRICT	JUDGE
Ample Hills Holdings, Inc.	20-____()		EDBC	Pending
Ample Hills Creamery, Inc.	20-____()		EDBC	Pending
Ample Hills Astoria, LLC	20-____()		EDBC	Pending
Ample Hills Aventura, LLC	20-____()		EDBC	Pending
Ample Hills Chelsea, LLC	20-____()		EDBC	Pending
Ample Hills Essex Street Market, LLC	20-____()		EDBC	Pending
Ample Hills Fireboat House,	20-____()		EDBC	Pending
Ample Hills Gowanus, LLC	20-____()		EDBC	Pending
Ample Hills Highline, LLC	20-____()		EDBC	Pending
Ample Hills Jersey City, LLC	20-____()		EDBC	Pending
Ample Hills LBV, LLC	20-____()		EDBC	Pending
Ample Hills Manufacturing, LLC	20-____()		EDBC	Pending
Ample Hills PPW, LLC	20-____()		EDBC	Pending
Ample Hills Red Hook, LLC	20-____()		EDBC	Pending
Ample Hills Vanderbilt, LLC	20-____()		EDBC	Pending
Ample Hills Wholesale Online, LLC	20-____()		EDBC	Pending

**United States Bankruptcy Court
Eastern District of New York**

In re **AMPLE HILLS HOLDINGS, INC.**

Debtor(s)

Case No.

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Ample Hills Creamery 231 Dean Street Brooklyn, NY 11217	Common	1,000,000	40.98

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **March 15, 2020**

Signature **/s/ Phillip Brian David Smith**
Phillip Brian David Smith

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

United States Bankruptcy Court
Eastern District of New York

In re **AMPLE HILLS HOLDINGS, INC.**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **AMPLE HILLS HOLDINGS, INC.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☒ None [*Check if applicable*]

March 15, 2020

Date

/s/ Stephen B. Selbst

Stephen B. Selbst

Signature of Attorney or Litigant

Counsel for **AMPLE HILLS HOLDINGS, INC.**

Herrick Feinstein LLP

Two Park Avenue

New York, NY 10016

212-592-1400

sselbst@herrick.com

**AMPLE HILLS HOLDINGS, INC.
A DELAWARE CORPORATION**

CERTIFICATE OF CORPORATE RESOLUTIONS

Effective as of this 15th day of March, 2020, the undersigned, being the Chief Executive Officer (“CEO”) and member of the Board of Directors (the “Board”) of Ample Hills Holdings, Inc., a Delaware corporation (“AHH”), pursuant to its organizational documents, does hereby certify that the Board of AHH authorized to exercise the full powers, authorities, rights, duties, and responsibilities of the Board with respect to the matters related to, or arising from, the consideration, evaluation, negotiation, authorization, and oversight of strategic alternatives and transactions available to AHH and each of its subsidiaries and affiliated entities, Ample Hills Astoria, LLC; Ample Hills 520 Amsterdam Avenue, LLC; Ample Hills Aventura, LLC; Ample Hills Chelsea, LLC; Ample Hills Dekalb, LLC; Ample Hills Essex Street Market, LLC; Ample Hills Fireboat House, LLC; Ample Hills Gotham West, LLC; Ample Hills Gowanus, LLC; Ample Hills Highline, LLC; Ample Hills Hillhurst, LLC; Ample Hills Jersey City, LLC; Ample Hills LBV, LLC; Ample Hills Long Beach, LLC; Ample Hills Manufacturing, LLC; Ample Hills PPW, LLC; Ample Hills Red Hook, LLC; Ample Hills Studio City, LLC; Ample Hills Times Square, LLC; Ample Hills Vanderbilt, LLC; Ample Hills Wholesale Online, LLC; and Ample Hills Creamery, Inc. (collectively, the “Affiliated Entities,” and together with AHH, the “Company”), and adopted the following resolutions at a special meeting held on March 15, 2020, which remain in full force and effect:

WHEREAS, the Board has reviewed and had the opportunity to consult with, to ask questions about the materials presented by, the management and the legal and financial advisors of the Company regarding the Company’s assets, liabilities and liquidity, and to fully consider the strategical alternatives available to the Company as well as the impact of the foregoing on the Company’s businesses, and desires to approve the following resolutions.

NOW, THEREFORE, BE IT:

RESOLVED, that the Board has determined, after consultation with the management and the legal and financial advisors of the Company, that it is desirable and in the best interests of the Company and its creditors and other parties in interest that a petition be filed by AHH and each of the Affiliated Entities seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in which the authority to operate as a debtor in possession will be sought, and the filing of the petitions is authorized hereby, and AHH and each of the Affiliated Entities shall initiate a bankruptcy case and any related proceedings; and be it further

RESOLVED, that any individual duly appointed by the Board as an authorized officer (each, an “Authorized Officer,” and together, the “Authorized Officers”), be and each hereby is, authorized and directed, for and on behalf of the Company, to execute and verify a petition in the name of AHH and each of the Affiliated Entities under chapter 11 of the Bankruptcy Code and cause the same to be filed in a United States Bankruptcy Court in such form and at such time as the Authorized Officer executing said petitions on behalf of AHH and each of the Affiliated Entities shall determine; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to take or cause to be taken any and all actions, in compliance with applicable law, which the Authorized Officer taking such action(s) may deem necessary or appropriate to communicate the position of this Board, as set forth in the foregoing resolutions; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to execute, verify and/or file or cause to be filed (or direct others to do so on their behalf) all documents for and on behalf of the Company, including, without limitation, petitions, schedules, lists, affidavits, applications, motions, pleadings and other papers in the United States Bankruptcy Court for the Eastern District of New York (the “Bankruptcy Court”) and to take any and all action which they may deem necessary or proper in connection with the Company’s chapter 11 cases (the “Chapter 11 Cases”), and in connection therewith, subject to approval (for services rendered after the filing of a bankruptcy petition) of the Bankruptcy Court, to retain and employ (i) legal counsel, Herrick, Feinstein LLP; (ii) investment bankers, SSG Capital Advisors, LLC; (iii) Chief Restructuring Officer, Scouler Kirchhein; (iv) claims, balloting and noticing agent, Bankruptcy Management Solutions, Inc. d/b/a Stretto; and (v) other professionals they may deem necessary or proper with a view to the successful conclusion of the Chapter 11 Cases; and be it further

RESOLVED, that SSG Capital Advisors and Scouler Kirchhein be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to sell assets, solicit bids for, and hold an auction (“Auction”),

subject to the Court's approval, and to prepare, execute and deliver any and all documents, instruments, agreements, consents, certificates, amendments, assignments, and other writings in connection with the Auction; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to select a winner of the Auction, and to prepare, execute and deliver any and all documents, instruments, agreements, consents, certificates, amendments, assignments, and other writings in connection with selecting the winner of the Auction; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to amend, supplement, or otherwise modify from time to time the terms of the Purchase Documents, and any other documents, certificates, instruments, agreements, or other writings that may be necessary, appropriate, or desirable to effectuate the transactions contemplated by the Purchase Documents; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Company to take or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of the foregoing resolutions; and be it further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 Cases, or any proceeding and matter related thereto, be and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.

The undersigned further certifies that the foregoing resolutions are in full force and effect on the date hereof as resolutions duly adopted by the Company and have been in full force and effect at all times subsequent to their adoption, not having been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand, this 15th day of March, 2020.



Brian Smith
Chief Executive Officer and Director of
the Board of Directors of Ample Hills
Holdings, Inc.